United States Securities and Exchange Commission
Washington, D.C. 20549

Statement of Changes in Beneficial Ownership of Securities

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
   FANNING THOMAS A
   1200 URBAN CENTER DRIVE
   BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol
   Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)
   12/15/2015

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   _X__ Director
   ____ 10% Owner
   ____ Officer (give title below)  ____ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>A</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>12/15/2015</td>
<td>A</td>
<td>2</td>
<td>545.2180</td>
<td>100.8770</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>A</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>12/15/2015</td>
<td>V</td>
<td></td>
<td>A</td>
<td>545.2180</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Convertible on a 1-for-1 basis.
2. Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
3. The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FANNING THOMAS A</td>
<td>X</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact 12/16/2015

Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.